

RECORDATION NO. 27754 FILED

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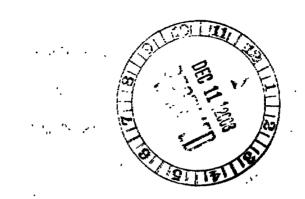
The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200 Lake Oswego Oregon 97035

SURFACE TRANSPORTATION BOARD 503 684 7000 Fax 503 684 7553

December 9, 2008

Ms. Anne K. Quinlan Acting Secretary Surface Transportation Board 395 E Street, SW Washington, D.C. 20423-0001



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated November 1, 2008, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor:

Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035

Lessee:

Mirant Mid-Atlantic, LLC 1155 Perimeter Center West Atlanta, Georgia 30338

A description of the railroad equipment covered by the enclosed document is:

One hundred sixty (160) 52-foot, 6-inch mill gondolas with 286,000 lbs. GRL and 5-foot, 6-inch sides, bearing marks and numbers as follows: AOK 32700 through AOK 32859, inclusive.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Ms. Anne K. Quinlan December 9, 2008 Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of November 1, 2008 between Greenbrier Leasing Company LLC, Lessor, and Mirant Mid-Atlantic, LLC, Lessee.

Sincerely,

Janet E. Germer Executive Assistant

JEG Enclosure

cc: Robert W. Alvord, Esq.

Janut E. Bumer

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

MIRANT MID-ATLANTIC, LLC ("LESSEE")

NOVEMBER 1, 2008

SCHEDULE NO. 1

NOVEMBER 1, 2008



This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of November 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Mirant Mid-Atlantic, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1.	Lessor has agreed to furnish to Lessee, and the Lessee h 52-foot 6-inch mill gondolas with 286,000 lbs. GRL and follows: AOK 32700 through AOK 32859	d 5-foot 6-inch sides, bearing marks and numbers as
2.	The Lease Agreement shall be effective as of the date filease term, as described in the Lease Agreement and Scitime.	
	WITNESS WHEREOF, the parties hereto have caused the date and year first above written.	s instrument to be signed by their respective officers as
LES	SOR:	LESSEE:
GRI	EENBRIER LEASING COMPANY I.LC	MIRANT MID-ATLANTIC, LLC
BY:	AT8	BY:
NAI	ME: James T Swarp	NAME:
TIT	LE: <u>President</u>	TITLE:

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STATE OF OREGON)					
COUNTY OF CLACKAMAS) ss.)					
On this 28 day of 1000000. 2008, before me personally appeared 10000 To me personally known, who being by me duly sworn, says that s/he is the 10000 of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.						
OFFICIAL SEAL SHERI CLARKE GRETHER NOTARY PUBLIC-OREGON COMMISSION NO. 399327 MY COMMISSION EXPIRES NOVEMBER 8, 2009	NOTARY PUBLIC My commission expires: 11-8-2009					
STATE OF)) ss.)					
On this day of, 2008, before me personally appeared, to me personally known, who being by me duly sworn, says that s/he is the of Mirant Mid-Atlantic, LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.						
	NOTARY PUBLIC My commission expires:					

This Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into as of November 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Mirant Mid-Atlantic, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

١.	Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred sixty (160)
	52-foot 6-inch mill gondolas with 286,000 lbs. GRI, and 5-foot 6-inch sides, bearing marks and numbers as
	follows: AOK 32700 through AOK 32859 inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:	LESSEE:	
GREENBRIER LEASING COMPANY LLC	MIRANT MID-ATLANTIC, LLC	
BY:	BY Agrad Sull	
NAME:	NAME: James P. Garlick	
TITLE: President	TITLE: Senior Vice President	

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STATE OF ORE	GON)	
COUNTY OF C	ACKAMAS) ss.	
COUNTIOFC	LACKAWAS	,	
On this	day of	, 2008, before me personally appea	ared, to me
personally knows	n, who being by me	duly sworn, says that s/he is the	of Greenbrier
Leasing Compan	y LLC and that the	oregoing instrument was signed on behalf ne said instrument was her/his free act and	f of said company, and s/he
acknowledged (ii	at the execution of t	ie said fish differt was helvins free act and	i decu.
		NOTARY PUBLIC	
		My commission expires:	
		•	
)		
STATE OF <u></u>	eciqia)	
	eciqia Dekalb) ss.	
		,	0.0
On this 2	15t day of NOVE	11624, 2008. before me personally appea	ared JAMES P. GARLICKO me
personally knows	n, who being by me	duly sworn, says that s/he is the SRV	ICE President of
Mirant Mid-Atlan	ntic, LLC and that the	e foregoing instrument was signed on beh	half of said company, and s/he
acknowledged th	at the execution of t	ne said instrument was her or his free act a	and deed.
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		The Lie	.ll
: •		NOTARY PUBLIC	
		My commission expires:	
_			Jane Certer
			Notary Public
			Cherokee County, Georgia My Commission Expires June 11, 2012
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